
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**AMENDMENT NO.1
TO
REGULATION A OFFERING STATEMENT
UNDER THE SECURITIES ACT OF 1933**

SONASOFT CORP.
(Exact name of issuer as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

7372
(Primary Standard Industrial
Classification Code Number)

51-0439372
(I.R.S. Employer Identification Number)

**2150 Trade Zone Blvd, Suite 203 San Jose, CA 95131
408-708-4000**
(Address, including zip code, and telephone number, including area code, of issuer's principal executive offices)

**Nand (Andy) Khanna
President and Chief Executive Officer
2150 Trade Zone Blvd, Suite 203,
San Jose, CA 95131
(408) 927-6200**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of communications, including communications sent to agent for service, should be sent to:

<p>Gregg E. Jaclin, Esq. Anslow & Jaclin LLP 195 Route 9 South, Suite 204 Manalapan, New Jersey 07726 Tel No.: (732) 409-1212 Fax No.: (732) 577-1188</p>
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**THIS OFFERING STATEMENT SHALL ONLY BE QUALIFIED UPON ORDER OF THE COMMISSION,
UNLESS A SUBSEQUENT AMENDMENT IS FILED INDICATING THE INTENTION TO BECOME
QUALIFIED BY OPERATION OF THE TERMS OF REGULATION A.**



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**SEC
Mail Processing
Section**

SEP 07 2012

**Washington DC
401**

Date of this Preliminary Offering Circular: September 6, 2012

SIGNATURES

The issuer has duly caused this offering statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on September 6, 2012.

Issuer: SONASOFT CORP.

By: Nand Khanna September 6, 2012

Nand (Andy) Khanna
President and Chief Executive
Officer of Sonasoft Corp.

By: Subhash Sachdeva September 6, 2012

Subhash Sachdeva
Interim CFO
Officer of Sonasoft Corp.

This offering statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<u>Nand Khanna</u>		
Nand (Andy) Khanna	Chief Executive Officer, President and Director	September <u>6</u> , 2012
<u>Romi Randhawa</u>		
Romi Randhawa	Director	September <u>6</u> , 2012
<u>Dr. Romesh K. Japra</u>		
Dr. Romesh K. Japra, M.D., F.A.C.C.	Chairman of the Board	September <u>6</u> , 2012
<u>Subhash Sachdeva</u>		
Subhash Sachdeva	Interim CFO	September <u>6</u> , 2012
<u>Jim Gilmer</u>		
Jim Gilmer	Secretary	September <u>6</u> , 2012
<u>Bilal Ahmed</u>		
Bilal Ahmed	Chief Technology Officer & VP of Engineering	September <u>6</u> , 2012
<u>Neil Kumar Khanna</u>		
Neil Kumar Khanna	VP of Client Services & Operations	September <u>6</u> , 2012